

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re:** : Chapter 11  
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**MOUNT VERNON MONETARY** : Case No. 10-23053 (RDD)  
**MANAGEMENT CORP., et al.,** :  
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**Debtors.** : Jointly Administered  
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**ORDER APPROVING BIDDING PROCEDURES  
AND RELATED RELIEF REGARDING THE SALE OF  
DEBTOR NOWCASH, LTD'S ASSETS, AND NOTICE THEREOF**

Upon the motion (the “**Motion**”) of Mount Vernon Monetary Management Corp. (“**MVMMC**”) and its affiliates and related entities (collectively, the “**Debtors**”)<sup>1</sup> seeking an order (i) approving the Interim ATM Services Agreement (the “**Services Agreement**”) between Allen D. Applbaum, in his capacity as receiver of the Debtors, including NowCash, Ltd. (“**NowCash**”) and F.A.M. Capital, LLC (“**FAM**” or the “**Purchaser**”), a copy of which is annexed hereto as Exhibit 1, on an interim basis pending entry of a final order approving the sale (the “**Sale**”) of substantially all of NowCash’s assets (the “**Purchased Assets**”); (b) establishing bidding and auction procedures (the “**Bid Procedures**”) related to the sale of the Purchased Assets free and clear of all liens, claims, encumbrances, and other interests pursuant to Sections 105, 363(b), (f), and (m) of the United States Bankruptcy Code (the “**Bankruptcy Code**”);

<sup>1</sup> The Debtors are: 1540 Roosevelt Avenue, LLC; 185 LLC; 415 Huguenot LLC; 44 N. Saw Mill, LLC; American Armored Car, Ltd.; Annex Corp.; Armored Money Services, LLC; ATM Management, LLC; Barron ATM Corp.; Crystal Public Communications, Inc.; District Central Station Alarm Corp.; District Central Alarm Service Corp.; District Security Services, LLC; EZ-KI Realty Corp; EZ-RI Realty Corp.; GNC Payroll Plus, Inc.; GT Public Services, Inc. (f/k/a Public Access Networks Services Inc.); Manhattan Money Branch.com, Inc.; Michelle Corp.; MKey, LLC; Money Kiosk Corp.; Montgomery Check Cashing Corp.; Mount Vernon Monetary Management Corp.; Mount Vernon Money Center Corp. (a/k/a/ MVMC Corp.); M.V.M.C. Service Station, Inc.; MVMC Holding Corp.; MVMC Service, Inc.; MVMM Corp.; NowCash, Ltd.; Quick Cash, LLC; Time Square Payment Center, Inc.; Vet’s ATM Corp.; and Zipes Equities, Ltd.

(c) approving the proposed bid protections in favor of FAM; (d) approving that certain Asset Purchase Agreement (the “**Purchase Agreement**”) between the Debtors and FAM, a copy of which is annexed hereto as Exhibit 2, solely to the extent of its use as a form which all other bidders for the Purchased Assets must follow except as they have clearly marked any changes thereto as provided in the Bid Procedures; and (e) scheduling an auction (the “**Auction**”) and setting a date and time for a sale hearing (the “**Sale Hearing**”) for the sale of the Purchased Assets and (f) other related relief; and upon the *Declaration of Allen D. Applbaum In Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief*; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is core pursuant to 28 U.S.C. § 157(b)(2)(A), (B) and (O); and it appearing that venue is proper in this district pursuant to 28 U.S.C. § 1408; and there being due and sufficient notice of the Motion; and there being no objections to the requested relief; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that the Services Agreement, substantially in the form attached as Exhibit 1 hereto is hereby approved, on an interim basis, pending the final hearing on the Sale; and it is further

ORDERED that FAM shall take all reasonable and necessary steps to assist with the transition of NowCash’s business operations to the purchaser of the Purchased Assets to the extent another entity is deemed the Winning Bidder, as defined in the Motion; and it is further

ORDERED that the Bid Procedures, set forth in Exhibit 3 hereto, are approved and established in connection with the Debtors' contemplated sale of the Purchased Assets as set forth below; and it is further

ORDERED that the Bid Protections in favor of FAM, in the form of the Break-up Fee, equal to 4% of the purchase price under its Purchase Agreement (\$36,000) is hereby approved; and it is further

ORDERED that the Purchase Agreement, substantially in the form attached to the Motion as Exhibit 2, is hereby approved, to the extent of its use as a form which all other bidders for the Purchased Assets must follow under the Bid Procedures; and it is further

ORDERED that pending completion of the Sale, in accordance with the escrow agreement (the "**Escrow Agreement**") by and between the Debtors and FAM, the Escrow Agent (as defined therein) (a) shall hold a deposit from the Purchaser in the amount of \$45,000, (b) shall faithfully effectuate the terms of the Escrow Agreement, (c) shall adhere to the Orders of this Court, and (d) submits to the jurisdiction of this Court; and therefore, the Escrow Agreement, attached hereto as Exhibit 4, is approved; and it is further

ORDERED that the Auction shall take place on **Wednesday, August 18, 2010 at 11:00 a.m.** at the offices of Greenberg Traurig, LLP, The MetLife Building, 200 Park Avenue, New York, New York, 10166; and it is further

ORDERED that the Sale Hearing, at which the Sale of the Purchased Assets is to be considered, shall take place on **Thursday, August 19, 2010 at 10:00 a.m.** before the undersigned at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York, 10601-4140; and it is further

ORDERED that not later than August 12, 2010 after the entry of this Order, the Debtors shall cause a notice of Bid Procedures and Auction, substantially in the form attached hereto as Exhibit 3 to be sent by first-class mail postage prepaid to (i) the United States Trustee for the Southern District of New York, (ii) counsel for the Official Committee of Unsecured Creditors, (iii) all entities listed on the Master Service List as of the date of this Order (iv) all entities known to have expressed a bona fide interest in acquiring the Purchased Assets, (v) federal, state and local regulatory authorities (including taxing authorities) with jurisdiction over the Debtors, (vi) the office of the United States Attorney for the Southern District of New York, (viii) the United States Attorney General, and (ix) and all other known parties-in-interest in these bankruptcy cases (including any party who has entered an appearance and request for service of papers pursuant to Fed. R. Bankr. P. 2002); and it is further

ORDERED that such notice is deemed shall be good and sufficient for purposes of Rules 2002, 6004 and 6006 of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that the time period for notice pursuant to Bankruptcy Rule 2002(a) of a sale of certain of the Debtors' assets is hereby reduced to accommodate the Sale as set forth in the Motion; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: White Plains, New York  
August 11, 2010

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

